

FULBRIGHT & JAWORSKI L.L.P.

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September 16, 2009

VIA FEDERAL EXPRESS

Julie Johnson
Circle of Achievers, LLC
37 Harbour Point Circle
Fort Worth, Texas 76179

Julie Johnson
6110 Bushnell Drive #1334
Fort Worth, Texas 76116

Re: Infringement of Mary Kay Trademarks and Copyrights
Client-Matter No. MKAY:269

Dear Ms. Johnson:

We represent Mary Kay, Inc. ("Mary Kay") in trademark and copyright matters and write regarding your infringing use of these Mary Kay properties in connection with your Circle of Achievement business and website "CircleOfAchievement.com."

Mary Kay Inc. ("Mary Kay") is the owner of exclusive rights in the MARY KAY trademark and various other marks, including without limitation CIRCLE OF ACHIEVEMENT, and other marks, names, slogans, symbols, devices and indicia uniquely associated with Mary Kay ("Mary Kay marks"). It has recently come to our attention that you are making unauthorized and illegal use of various of the Mary Kay marks, as well as Mary Kay copyrighted materials, photos, text and/or other works ("copyrighted materials"), in connection with your business and website CircleOfAchievement.com. Mary Kay only allows use of its trademarks and copyrighted materials pursuant to a proper written license and any other usage is considered an infringement, as well as actionable dilution and unfair competition, under applicable federal and state laws.

In addition to registering Mary Kay's mark CIRCLE OF ACHIEVEMENT as your domain name, we note that, among other things, you have also uploaded copies of Mary Kay copyrighted materials to your site and are encouraging users of your site, including Mary Kay consultants, to do the same. It appears that much of the Mary Kay copyrighted materials on your site have been illegally downloaded from Mary Kay's consultant website, which is password protected. Enclosed are examples of Mary Kay's copyrighted materials, bearing the MARY KAY trademark, which you have uploaded to your CircleOfAchievement.com website.

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Your unauthorized use of the Mary Kay marks and copyrighted materials is likely to cause consumer confusion or mistake regarding your connection or affiliation to Mary Kay and is an infringement of Mary Kay's exclusive rights in these copyrighted materials and marks including, among others, federally registered marks MARY KAY U.S. Reg. Nos. 817516, 1070841, 1545983, 1794597, and 1842599, as well as its common law trademark rights, and causes dilution of the distinctive quality of Mary Kay's marks. Your use also implies that Mary Kay has endorsed or approved your activities, which it has not. You are therefore trading upon the recognition and valuable goodwill of the Mary Kay marks for your commercial benefit without authorization, thereby causing confusion and damage to Mary Kay's marks, reputation and goodwill in violation of federal and state law. You are also inducing users of your site (which appears to include Mary Kay independent beauty consultants) to illegally download and infringe the Mary Kay marks and copyrighted materials and are thereby further inducing Mary Kay independent beauty consultants to violate the terms of their contract with Mary Kay, which prohibits their use of Mary Kay marks and materials without express permission.

Furthermore, your use of the Mary Kay mark CIRCLE OF ACHIEVEMENT as a domain name is a violation of the federal Anticybersquatting Consumer Protection Act ("ACPA"). Under the ACPA and federal copyright law, we can seek injunctive relief against you to cancel your domain name and shut down your infringing website, as well as obtain statutory damage awards against you of up to \$100,000 per domain name and up to \$150,000 per infringed work, plus attorney's fees.

Accordingly, we demand that you immediately cease all use of the Mary Kay marks, and copyrighted materials, and specifically:

1. immediately cease and desist and permanently refrain from all further or future use of the Mary Kay marks, including, without limitation, MARY KAY and CIRCLE OF ACHIEVEMENT marks, or any variation of the Mary Kay marks, whether alone or in combination with any other word(s) or design(s), and further cease and desist from use of any other mark, name, designation, or domain name likely to cause confusion with or incorporating the Mary Kay marks;
2. immediately cease and desist and permanently refrain from all further or future use of the Mary Kay copyrighted materials, including, without limitation, Mary Kay photographs, designs, graphics, web pages, written content, marketing, advertising, informational, educational and training materials, brochures, magazines, catalogs and the like;
3. immediately remove all use of the Mary Kay marks and copyrighted materials from all mediums and materials including, without limitation, all products and packaging, advertising, marketing and promotional materials, the Internet, websites, domain names, stationery, invoices, photographs, videos, computer files, electronic storage devices, business cards and the like;

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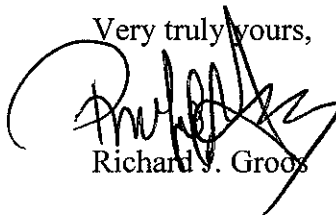
4. immediately cease and desist and permanently refrain from any inducement or suggestion that users of your website upload Mary Kay copyrighted materials or use the Mary Kay marks;
5. remove all use of domain name "circleofachievement.com" from the Internet; and transfer the domain name, as well as any other domain name applications or registrations you own which contain any of the Mary Kay marks or marks that are confusingly similar thereto, to Mary Kay;
6. agree to cancel or withdraw with prejudice U.S. Trademark Application Serial No. 77/490,124 for "Circle of Achievement";
7. provide us with a list of any marks, applications, names, designations, and/or domain names containing any Mary Kay mark including, without limitation "Mary Kay," "Circle of Achievement," or any variation thereof, in your possession, custody or control; and
8. agree that in the future you will not adopt, use, attempt to register, or maintain any registration for any Mary Kay mark, name, design, logo, symbol, designation, domain name, or other indicia of origin or source that is likely to cause confusion with or that incorporates any Mary Kay mark.

This is a very serious matter which requires your immediate attention. We request that you provide us with your written assurances, as soon as possible, but by no means later than ten (10) days from the date of this letter, that you have complied, or are taking immediate steps to fully comply, with the conditions outlined above.

We sincerely hope that you will understand Mary Kay's need and determination to protect its valuable copyright and trademark rights, and that you will take prompt action and provide us with the requested assurances prior to the aforementioned deadline.

We are hopeful that we will be able to resolve this dispute in an amicable manner. This letter is written without prejudice to Mary Kay's rights and remedies, all of which are hereby expressly reserved.

Very truly yours,



Richard J. Groos

RJG/br
Enclosures

